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Proposed Counsel to the Debtors
 and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	Case No. 08-35653-KRH
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	x	

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a),
363, 506, 507(a), 553, 1107(a), 1108 AND 1129(b) AND
BANKRUPTCY RULE 6003 AUTHORIZING CONTINUATION
OF CERTAIN CUSTOMER PRACTICES**

Upon the motion (the "Motion")¹ of the Debtors for an order, pursuant to Bankruptcy Code sections 105(a), 363, 506, 507(a)(7), 553, 1107(a) and 1108 and Bankruptcy Rule 6003, authorizing, but not directing, the continuation of prepetition customer practices and programs that the Debtors deem necessary and in the best interests of their estates, creditors and interest holders; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.

2. The Debtors are authorized, but not directed, to continue those prepetition Customer Satisfaction Programs and honor those Customer Obligations that they deem necessary and in the best interests of their estates, creditors and interest holders, in the same manner as such programs and obligations were implemented and honored before the commencement of these chapter 11 cases.

3. The Debtors are authorized, but not directed, to continue, renew, replace, modify and/or terminate such of their Customer Satisfaction Programs as they deem appropriate, in their discretion, and in the ordinary course of business, without further application to the Court.

4. The Debtors are authorized to continue to receive, process and honor credit card transactions and debit transactions in the ordinary course of their business and to continue to pay processing and related fees to credit card companies, credit card processors and debit service providers. The Debtors are further

authorized to pay prepetition processing and related fees to credit card companies, credit card processors and debit service providers.

5. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor and pay any and all checks evidencing amounts paid by the Debtors pursuant to the Motion, whether presented prior to or after the Petition Date.

6. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

7. Nothing in the Motion shall be deemed a request for authority to assume, and nothing in this Order shall be deemed to constitute postpetition assumption or adoption of any agreement under Bankruptcy Code section 365.

8. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

9. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

10. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
November __, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley